

DEC 22 '97

12-40 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N W
SUITE 200
WASHINGTON, D C

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

December 22, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D C. 20423

Dear Mr. Williams

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of an Assignment and Assumption Agreement, dated as of December 23, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Lease Intended as Security which was previously filed with the Board under Recordation Number 20330

The names and addresses of the parties to the enclosed document are.

Assignor BA Leasing & Capital Corporation
555 California Street
San Francisco, California 94104

Assignee. Great-West Life & Annuity Insurance Company
8515 East Orchard Road
Englewood, Colorado 80111

A description of the railroad equipment covered by the enclosed document is 403 flatcars set forth on Exhibits A-1, A-2 and A-3 attached to the Agreement

Dec 22 12 40 PM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Counterparts - [Signature]

Mr Vernon A Williams
December 22, 1997
Page 2

Also enclosed is a check in the amount of \$24 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures